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*Attorneys for Debtors and Reorganized Debtors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS  
IN SUPPORT OF REORGANIZED  
DEBTORS' EIGHTH AND NINTH OMNIBUS  
OBJECTIONS TO CLAIMS  
(NO LIABILITY CLAIMS)**

**Response Deadline:  
September 29, 2020, 4:00 p.m. (PT)**

**Hearing Information If Timely Response Made:**

Date: October 13, 2020

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)

United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby  
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,  
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is  
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, ("**APS**"), which provided interim  
6 management services to Pacific Gas and Electric Corporation and Pacific Gas and Electric Company, as  
7 debtors and reorganized debtors (collectively, the "**Debtors**," or, as reorganized pursuant to the Plan, the  
8 "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). I submit  
9 this Declaration in support of the *Reorganized Debtors' Eighth Omnibus Objection to Claims (No*  
10 *Liability Claims)* and the *Reorganized Debtors' Ninth Omnibus Objection to Claims (No Liability*  
11 *Claims)* (together, the "**Omnibus Objections**"),<sup>1</sup> filed contemporaneously herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management  
13 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related  
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination  
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,  
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with  
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day  
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise  
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the  
20 knowledge of other APS professionals working under and alongside me on this matter, my discussions  
21 with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors and counsel,  
22 and my review of relevant documents and information prepared by the Reorganized Debtors. If called  
23 upon to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to  
24 submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved  
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

27 \_\_\_\_\_  
28 <sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in  
the Omnibus Objections.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the  
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process  
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity  
4 of filed claims based on those schedules and books and records. AlixPartners has developed and  
5 maintains a claims reconciliation database and various data management applications that are used by  
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not  
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now  
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to  
9 resolve disputed claims, including by formal objections as necessary.

10 4. As part of the claims review and reconciliation process described above, the AlixPartners  
11 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number  
12 of filed Proofs of Claim for which the Reorganized Debtors are not liable. If not disallowed, these Proofs  
13 of Claim potentially could allow the applicable claimants to receive recoveries to which they are not  
14 entitled.

15 5. The Omnibus Objections are directed to some of those Proofs of Claim—those  
16 specifically identified in **Exhibit 1** to each of the Omnibus Objections, in the column headed "Claims  
17 To Be Disallowed And Expunged," and referred to in the Omnibus Objections as "No Liability Claims."  
18 **Exhibit 1** to each Omnibus Objection was prepared by the AlixPartners team under my overall  
19 supervision, and I am familiar with both documents, their contents, and the process under which they  
20 were prepared.

21 6. The Reorganized Debtors are not liable for the No Liability Claims because they are either  
22 (a) "Equity Interest Claims," which means that they were based purely upon the Claimant's holding of  
23 the Debtors' common stock, which interests remain outstanding subject to dilution in accordance with  
24 the Plan, and are not otherwise entitled to a distribution or right to payment under the Plan or  
25 (b) "Protective Claims," which means that they assert protective, unliquidated claims arising post-

1 petition pursuant to an assumed executory agreement.<sup>2</sup>

2 7. Based on AlixPartners' review of the Reorganized Debtors' books and records and my  
3 team's consultations with the Reorganized Debtors' personnel, each of the No Liability Claims identified  
4 on each **Exhibit 1** represents a Proof of Claim for which the Reorganized Debtors do not have any  
5 liability.

6 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and  
7 correct to the best of my knowledge, information, and belief. Executed this third day of September,  
8 2020, in Dallas, Texas.

9 /s/ Robb McWilliams  
Robb McWilliams

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27 <sup>2</sup> Section 8.1(a) of the Plan, which deemed all executory contracts and unexpired leases of the  
28 Reorganized Debtors assumed as of, and subject to, the occurrence of the Effective Date and the  
payment of any applicable Cure Amount (as defined therein).